

DESCRIPTION

28010 - VVVVV
MB

ELIAS C. ALVORD (1942)
ELSWORTH C. ALVORD (1964)

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SURFACE TRANSPORTATION BOARD

August 24, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U S C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of August 23, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Numbers 28010 and 28010-A.

The name and address of the party to the enclosed document are:

Secured Party: Bank of America, N A., as Collateral Agent
901 Main Street, 14th Floor
Dallas, Texas 75202

[Grantors] The CIT Group/Equipment Financing, Inc
The CIT Group/Corporate Aviation, Inc.
c/o CIT Group Inc
1 CIT Drive
Livingston, New Jersey 07039]

Chief, Section of Administration
August 24, 2011
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A description of the railroad equipment covered by the enclosed document is:

311 hopper cars: WLPX 200410 – WLPX 200457 and within the series ELTX 1100 – ELTX 1371 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Edward M. Luria

EML/sem
Enclosures

~~RECORDED~~ 28010-^{VVVVV}

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

AUG 24 '11 -11 30 AM

The undersigned, BANK OF AMERICA, N.A., as Administrative Agent and the Collateral Agent (as defined in the Security Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc., The CIT Group/Corporate Aviation, Inc. and C.I.T. Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, Memoranda of which were recorded with the Surface Transportation Board under Recordation Nos. 28010 and 28010-A. Notice of the succession of Bank of America, N.A. as Collateral Agent under the Security Agreement was recorded with the Surface Transportation Board under Recordation No. 28010-E.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Security Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment. Except as provided above, the Collateral Documents as defined in the Credit Agreement remain in full force and effect. Nothing contained in this instrument will be construed as a release, waiver or amendment of any provision of any Collateral Document as defined in the Credit Agreement other than as expressly provided above.

[Signature pages follow]

BANK OF AMERICA, N.A.,
as Collateral Agent

By: Robert Rittelmeier

Name: ROBERT RITTELMEIER
VICE PRESIDENT
Title: 5/23/11

STATE OF)
)
COUNTY OF) ss.

On this _____ day of _____, 20_____, before me, the undersigned Notary Public, personally appeared _____, personally known to me to be the person who executed the within instrument as the _____ of BANK OF AMERICA, N.A. and acknowledged to me that the corporation executed it.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

NOTARY PUBLIC

My Commission Expires:

SEE ATTACHED

ACKNOWLEDGMENT

State of California
County of SAN FRANCISCO)

On AUGUST 23, 2014 before me, LILIANA CLAAR, NOTARY PUBLIC
(insert name and title of the officer)

personally appeared ROBERT RITTELMEYER
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Liliana Claar

(Seal)

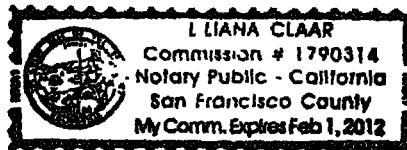


Exhibit A

Three hundred eleven (311) Covered hopper cars, bearing the following marks and numbers:

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>		<u>Mark</u>	<u>Number</u>	<u>EIN</u>	
1	ELTX	1100	56938		38	ELTX	1138	56975
2	ELTX	1101	56939		39	ELTX	1139	56976
3	ELTX	1102	56940		40	ELTX	1140	56977
4	ELTX	1103	56941		41	ELTX	1142	56979
5	ELTX	1104	56942		42	ELTX	1143	56980
6	ELTX	1106	56943		43	ELTX	1144	56981
7	ELTX	1107	56944		44	ELTX	1145	56982
8	ELTX	1108	56945		45	ELTX	1146	56983
9	ELTX	1109	56946		46	ELTX	1147	56984
10	ELTX	1110	56947		47	ELTX	1148	56985
11	ELTX	1111	56948		48	ELTX	1149	56986
12	ELTX	1112	56949		49	ELTX	1150	56987
13	ELTX	1113	56950		50	ELTX	1151	56988
14	ELTX	1114	56951		51	ELTX	1152	56989
15	ELTX	1115	56952		52	ELTX	1153	56990
16	ELTX	1116	56953		53	ELTX	1154	56991
17	ELTX	1117	56954		54	ELTX	1155	56992
18	ELTX	1118	56955		55	ELTX	1156	56993
19	ELTX	1119	56956		56	ELTX	1157	56994
20	ELTX	1120	56957		57	ELTX	1158	56995
21	ELTX	1121	56958		58	ELTX	1159	56996
22	ELTX	1122	56959		59	ELTX	1160	56997
23	ELTX	1123	56960		60	ELTX	1161	56998
24	ELTX	1124	56961		61	ELTX	1162	56999
25	ELTX	1125	56962		62	ELTX	1163	57000
26	ELTX	1126	56963		63	ELTX	1164	57001
27	ELTX	1127	56964		64	ELTX	1165	57002
28	ELTX	1128	56965		65	ELTX	1166	57003
29	ELTX	1129	56966		66	ELTX	1167	57004
30	ELTX	1130	56967		67	ELTX	1168	57005
31	ELTX	1131	56968		68	ELTX	1169	57006
32	ELTX	1132	56969		69	ELTX	1170	57007
33	ELTX	1133	56970		70	ELTX	1172	57008
34	ELTX	1134	56971		71	ELTX	1173	57009
35	ELTX	1135	56972		72	ELTX	1174	57010
36	ELTX	1136	56973		73	ELTX	1175	57011
37	ELTX	1137	56974		74	ELTX	1176	57012

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>		<u>Mark</u>	<u>Number</u>	<u>EIN</u>	
75	ELTX	1177	57013		116	ELTX	1218	57054
76	ELTX	1178	57014		117	ELTX	1219	57055
77	ELTX	1179	57015		118	ELTX	1220	57056
78	ELTX	1180	57016		119	ELTX	1221	57057
79	ELTX	1181	57017		120	ELTX	1222	57058
80	ELTX	1182	57018		121	ELTX	1223	57059
81	ELTX	1183	57019		122	ELTX	1224	57060
82	ELTX	1184	57020		123	ELTX	1225	57061
83	ELTX	1185	57021		124	ELTX	1226	57062
84	ELTX	1186	57022		125	ELTX	1227	57063
85	ELTX	1187	57023		126	ELTX	1228	57064
86	ELTX	1188	57024		127	ELTX	1229	57065
87	ELTX	1189	57025		128	ELTX	1230	57066
88	ELTX	1190	57026		129	ELTX	1231	57067
89	ELTX	1191	57027		130	ELTX	1232	57068
90	ELTX	1192	57028		131	ELTX	1233	57069
91	ELTX	1193	57029		132	ELTX	1234	57070
92	ELTX	1194	57030		133	ELTX	1235	57071
93	ELTX	1195	57031		134	ELTX	1236	57072
94	ELTX	1196	57032		135	ELTX	1237	57073
95	ELTX	1197	57033		136	ELTX	1238	57074
96	ELTX	1198	57034		137	ELTX	1239	57075
97	ELTX	1199	57035		138	ELTX	1240	57076
98	ELTX	1200	57036		139	ELTX	1241	57077
99	ELTX	1201	57037		140	ELTX	1243	57079
100	ELTX	1202	57038		141	ELTX	1244	57080
101	ELTX	1203	57039		142	ELTX	1245	57081
102	ELTX	1204	57040		143	ELTX	1246	57082
103	ELTX	1205	57041		144	ELTX	1247	57083
104	ELTX	1206	57042		145	ELTX	1248	57084
105	ELTX	1207	57043		146	ELTX	1249	57085
106	ELTX	1208	57044		147	ELTX	1250	57086
107	ELTX	1209	57045		148	ELTX	1251	57087
108	ELTX	1210	57046		149	ELTX	1252	57088
109	ELTX	1211	57047		150	ELTX	1253	57089
110	ELTX	1212	57048		151	ELTX	1254	57090
111	ELTX	1213	57049		152	ELTX	1255	57091
112	ELTX	1214	57050		153	ELTX	1256	57092
113	ELTX	1215	57051		154	ELTX	1258	57093
114	ELTX	1216	57052		155	ELTX	1259	57094
115	ELTX	1217	57053		156	ELTX	1260	57095

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>		<u>Mark</u>	<u>Number</u>	<u>EIN</u>	
157	ELTX	1261	57096		198	ELTX	1302	57137
158	ELTX	1262	57097		199	ELTX	1303	57138
159	ELTX	1263	57098		200	ELTX	1304	57139
160	ELTX	1264	57099		201	ELTX	1305	57140
161	ELTX	1265	57100		202	ELTX	1306	57141
162	ELTX	1266	57101		203	ELTX	1307	57142
163	ELTX	1267	57102		204	ELTX	1308	57143
164	ELTX	1268	57103		205	ELTX	1309	57144
165	ELTX	1269	57104		206	ELTX	1310	57145
166	ELTX	1270	57105		207	ELTX	1311	57146
167	ELTX	1271	57106		208	ELTX	1312	57147
168	ELTX	1272	57107		209	ELTX	1313	57148
169	ELTX	1273	57108		210	ELTX	1314	57149
170	ELTX	1274	57109		211	ELTX	1315	57150
171	ELTX	1275	57110		212	ELTX	1316	57151
172	ELTX	1276	57111		213	ELTX	1317	57152
173	ELTX	1277	57112		214	ELTX	1318	57153
174	ELTX	1278	57113		215	ELTX	1319	57154
175	ELTX	1279	57114		216	ELTX	1320	57155
176	ELTX	1280	57115		217	ELTX	1321	57156
177	ELTX	1281	57116		218	ELTX	1322	57157
178	ELTX	1282	57117		219	ELTX	1323	57158
179	ELTX	1283	57118		220	ELTX	1324	57159
180	ELTX	1284	57119		221	ELTX	1325	57160
181	ELTX	1285	57120		222	ELTX	1326	57161
182	ELTX	1286	57121		223	ELTX	1328	57162
183	ELTX	1287	57122		224	ELTX	1330	57163
184	ELTX	1288	57123		225	ELTX	1331	57164
185	ELTX	1289	57124		226	ELTX	1332	57165
186	ELTX	1290	57125		227	ELTX	1333	57166
187	ELTX	1291	57126		228	ELTX	1334	57167
188	ELTX	1292	57127		229	ELTX	1335	57168
189	ELTX	1293	57128		230	ELTX	1336	57169
190	ELTX	1294	57129		231	ELTX	1337	57170
191	ELTX	1295	57130		232	ELTX	1338	57171
192	ELTX	1296	57131		233	ELTX	1339	57172
193	ELTX	1297	57132		234	ELTX	1340	57173
194	ELTX	1298	57133		235	ELTX	1341	57174
195	ELTX	1299	57134		236	ELTX	1342	57175
196	ELTX	1300	57135		237	ELTX	1343	57176
197	ELTX	1301	57136		238	ELTX	1344	57177

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>		<u>Mark</u>	<u>Number</u>	<u>EIN</u>	
239	ELTX	1345	57178		276	WLPX	200422	55000
240	ELTX	1346	57179		277	WLPX	200423	55001
241	ELTX	1347	57180		278	WLPX	200424	55002
242	ELTX	1348	57181		279	WLPX	200425	55003
243	ELTX	1349	57182		280	WLPX	200426	55004
244	ELTX	1350	57183		281	WLPX	200427	55005
245	ELTX	1351	57184		282	WLPX	200428	55006
246	ELTX	1352	57185		283	WLPX	200429	55007
247	ELTX	1353	57186		284	WLPX	200430	55008
248	ELTX	1355	57187		285	WLPX	200431	55009
249	ELTX	1356	57188		286	WLPX	200432	55010
250	ELTX	1357	57189		287	WLPX	200433	55011
251	ELTX	1358	57190		288	WLPX	200434	55012
252	ELTX	1359	57191		289	WLPX	200435	55013
253	ELTX	1360	57192		290	WLPX	200436	55014
254	ELTX	1361	57193		291	WLPX	200437	55015
255	ELTX	1362	57194		292	WLPX	200438	55016
256	ELTX	1364	57195		293	WLPX	200439	55017
257	ELTX	1365	57196		294	WLPX	200440	55018
258	ELTX	1366	57197		295	WLPX	200441	55019
259	ELTX	1367	57198		296	WLPX	200442	55020
260	ELTX	1368	57199		297	WLPX	200443	55021
261	ELTX	1369	57200		298	WLPX	200444	55022
262	ELTX	1370	57201		299	WLPX	200445	55023
263	ELTX	1371	57202		300	WLPX	200446	55024
264	WLPX	200410	54988		301	WLPX	200447	55025
265	WLPX	200411	54989		302	WLPX	200448	55026
266	WLPX	200412	54990		303	WLPX	200449	55027
267	WLPX	200413	54991		304	WLPX	200450	55028
268	WLPX	200414	54992		305	WLPX	200451	55029
269	WLPX	200415	54993		306	WLPX	200452	55030
270	WLPX	200416	54994		307	WLPX	200453	55031
271	WLPX	200417	54995		308	WLPX	200454	55032
272	WLPX	200418	54996		309	WLPX	200455	55033
273	WLPX	200419	54997		310	WLPX	200456	55034
274	WLPX	200420	54998		311	WLPX	200457	55035
275	WLPX	200421	54999					

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 8/24/11



Robert W. Alvord